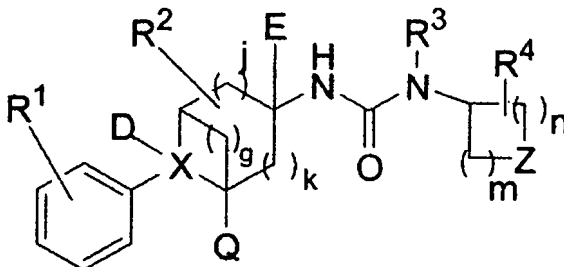


This listing of claims will replace all prior versions, and listings, of claims in the application (Amendments **highlighted in bold**, language to be added underlined, language to be deleted ~~stricken through~~.)

1. (currently amended) A compound represented by the structural formula



or a pharmaceutically acceptable salt ~~or solvate~~ thereof, wherein:

X is N;

Z is NR^8 ;

D is independently H, -OH, -alkyl or substituted -alkyl with the proviso that when X is N, D and the X-D bond are absent;

E is independently H, -alkyl or substituted -alkyl, or D and E can independently be joined together via a $-(\text{CH}_2)_p$ - bridge;

Q is independently H, -alkyl or substituted -alkyl, or D, X, Q and the carbon to which Q is attached can jointly form a 3 to 7-membered ring;

g, j, k, m and n can be the same or different and are independently selected;

g is 0;

j and k are independently 0 to 3 such that the sum of j and k is 0, 1, 2 or 3;

m and n are independently 0 to 3 such that the sum of m and n is 1, 2, 3, 4 or

5;

p is 1 to 3;

R^1 is 1 to 5 substituents which can be the same or different, each R^1 being independently selected from the group consisting of hydrogen, hydroxy, halogen, haloalkyl, -alkyl, substituted -alkyl, -cycloalkyl, CN, alkoxy, cycloalkoxy, alkylthio, cycloalkylthio, $-\text{NR}^5\text{R}^6$, $-\text{NO}_2$, $-\text{CONR}^5\text{R}^6$, $-\text{NR}^5\text{COR}^6$, $-\text{NR}^5\text{CONR}^5\text{R}^6$ where the two R^5 moieties can be the same or different, $-\text{NR}^6\text{C}(\text{O})\text{OR}^7$, $-\text{C}(\text{O})\text{OR}^6$, $-\text{SOR}^7$, $-\text{SO}_2\text{R}^7$, $-\text{SO}_2\text{NR}^5\text{R}^6$, aryl and heteroaryl;

R^2 is 1 to 6 substituents which can be the same or different, each R^2 being independently selected from the group consisting of hydrogen, -alkyl, substituted -alkyl, alkoxy, and hydroxy, with the proviso that when X is N and R^2 is hydroxy or alkoxy, R^2 is not directly attached to a carbon adjacent to X;

R^3 is independently hydrogen, -alkyl or substituted -alkyl;

R^4 is 1 to 6 substituents which can be the same or different, each R^4 being independently selected from hydrogen, -alkyl, substituted -alkyl, alkoxy, and hydroxy, with the proviso that when Z is NR^8 and R^4 is hydroxy or alkoxy, R^4 is not directly attached to a carbon adjacent to the NR^8 ;

R^5 and R^6 are independently hydrogen, -alkyl, substituted -alkyl or -cycloalkyl;

R^7 is independently -alkyl, substituted -alkyl or -cycloalkyl;

R^8 is independently selected from the group consisting of hydrogen, -alkyl, substituted -alkyl, -cycloalkyl, -alkylcycloalkyl, aryl, heteroaryl, aralkyl, heteroaralkyl, $-SO_2R^{10}$, $-SO_2NR^5R^{11}$, $-C(O)R^{11}$, $-C(O)NR^5R^{11}$ and $-C(O)OR^{10}$;

R^9 is independently hydrogen, -alkyl, substituted -alkyl, hydroxy, alkoxy, $-NR^5R^{11}$, aryl, or heteroaryl; or R^3 and R^9 can be joined together and with the carbon to which they are attached form a carbocyclic or heterocyclic ring having 3 to 7 ring atoms;

R^{10} is -alkyl, substituted -alkyl, -cycloalkyl, -alkylcycloalkyl, aryl or heteroaryl; and

R^{11} is independently hydrogen, -alkyl, substituted -alkyl, -cycloalkyl, aryl or heteroaryl.

2. (currently amended) The compound of claim 1 or a pharmaceutically acceptable salt ~~or solvate~~ thereof, wherein

R^1 is 1 to 5 substituents which can be the same or different, each R^1 being independently selected from the group consisting of Cl, Br, I or F;

X is N;

D is absent and the X-D bond is absent;

E is H;

g is 0;

j is 1;

k is 1;

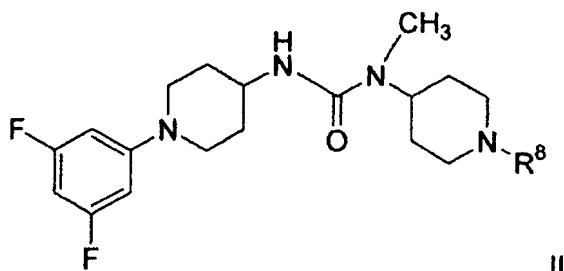
m is 2;

n is 2;
 R^2 is H;
 R^3 is methyl;
 R^4 is H;



and

Z is NR^8 , where R^8 is independently selected from the group consisting of hydrogen, -alkyl, substituted -alkyl, -cycloalkyl, -alkylcycloalkyl, aryl, heteroaryl, aralkyl, heteroaralkyl, $-SO_2R^{10}$, $-SO_2NR^5R^{11}$, $-C(O)R^{11}$, $-C(O)NR^5R^{11}$ and $-C(O)OR^{10}$.

3. (currently amended) A compound represented by the structural formula

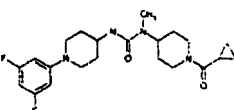
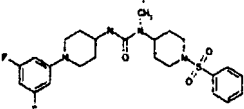
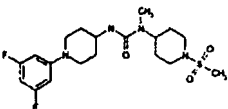
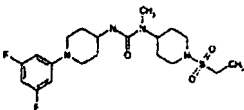
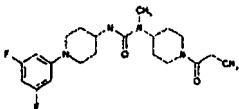
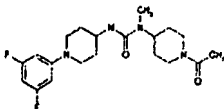
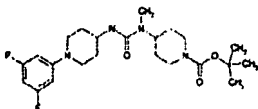


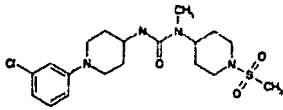
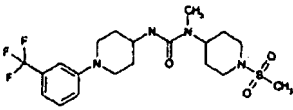
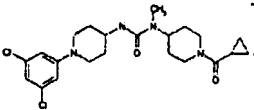
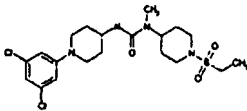
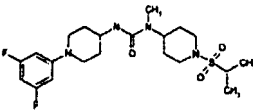
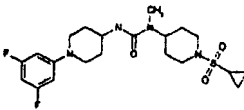
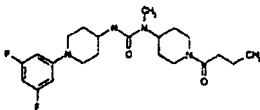
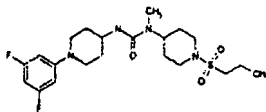
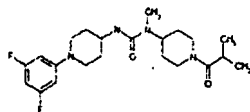
or a pharmaceutically acceptable salt ~~or solvate~~ thereof, wherein R^8 is defined in the following table:

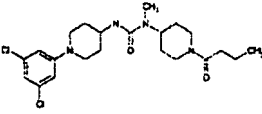
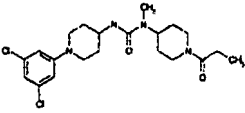
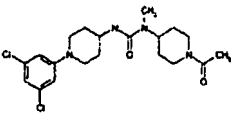
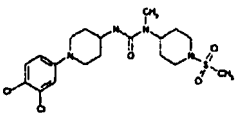
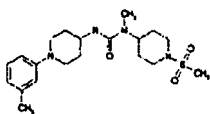
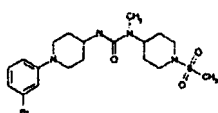
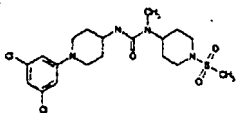
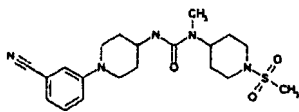
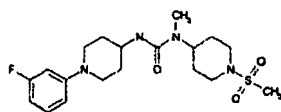
R^8
$-COCH_3$
$-COCH_2CH_3$
$-CO$ 
$-COCH(CH_3)_2$
$-CO(CH_2)_2CH_3$
$-COOC(CH_3)_3$
$-SO_2CH_3$
$SO_2CH_2CH_3$
$-SO_2$ 
$-SO_2CH(CH_3)_2$
$-SO_2(CH_2)_2CH_3$
$-SO_2Ph$

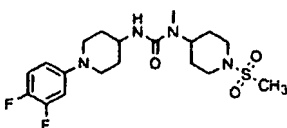
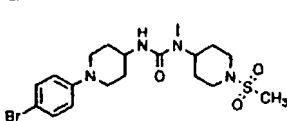
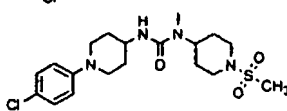
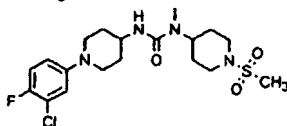
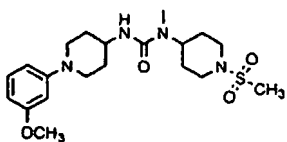
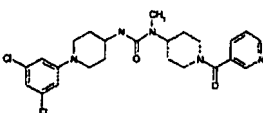
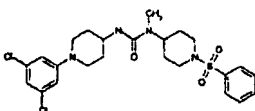
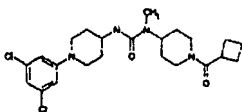
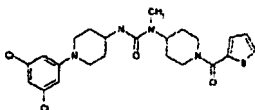
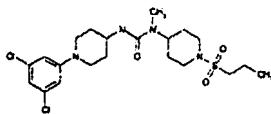
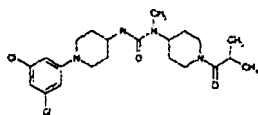
Claim 4. (canceled)

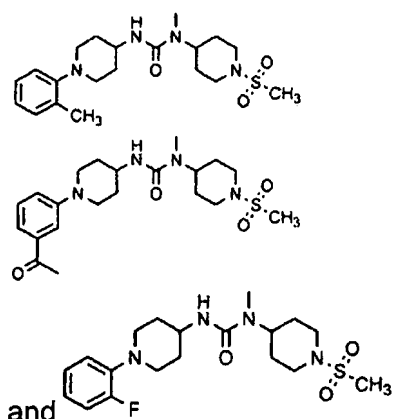
4. (currently amended) A compound of claim 1 selected from the group consisting of











or a pharmaceutically acceptable salt ~~or solvate~~ of said compound.

Claim 6. (canceled)

Claim 7. (canceled)

Claim 8. (canceled)

5 ~~8~~. (original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim 1 in combination with a pharmaceutically acceptable carrier.

6 ~~10~~. (currently amended) A method of treating ~~a metabolic disorder,~~
hyperphagia obesity or diabetes comprising administering an effective amount of a compound of claim 1 to a mammal in need of such treatment.

7 ~~11~~. (original) A pharmaceutical ^{unit dosage} composition, which comprises an effective amount of a compound as, defined in claim 1 and a pharmaceutically acceptable carrier thereof.

8 ~~12~~. (currently amended) A method of treating ~~metabolic disorders,~~
hyperphagia obesity or diabetes comprising administering to a mammal in need of

such treatment a therapeutically effective amount of a compound of claim 1 or a pharmaceutically acceptable salt of said compound.

Claim 13. (canceled)

Claim 14. (canceled)

Claim 15. (canceled)

Claim 16. (canceled)

Claim 17. (canceled)

Claim 18. (canceled)

Claim 19. (canceled)

9 20. (original) A pharmaceutical composition made by combining ^{an effective amount of} the compound of claim 1 and a pharmaceutically acceptable carrier therefor.

10 21. (original) A process for making a pharmaceutical composition comprising combining ^{an effective amount of} a compound of claim 1 and a pharmaceutically acceptable carrier.